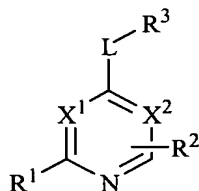


**WHAT IS CLAIMED IS:**

1. A compound of Formula I:



# I

in which:

X<sup>1</sup> and X<sup>2</sup> are independently selected from the group consisting of -N= and -CR<sup>4</sup>=, wherein R<sup>4</sup> is hydrogen or C<sub>1-4</sub>alkyl;

L is selected from the group consisting of a bond, -O- and -NR<sup>5</sup>-, wherein R<sup>5</sup> is hydrogen or C<sub>1-4</sub>alkyl;

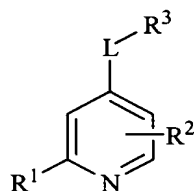
R<sup>1</sup> is selected from the group consisting of -X<sup>3</sup>NR<sup>6</sup>R<sup>7</sup>, -X<sup>3</sup>OR<sup>7</sup> and -X<sup>3</sup>R<sup>7</sup>, wherein X<sup>3</sup> is a bond or C<sub>1-4</sub>alkylene, R<sup>6</sup> is hydrogen or C<sub>1-4</sub>alkyl and R<sup>7</sup> is selected from the group consisting of C<sub>6-10</sub>aryl and C<sub>5-6</sub>heteroaryl; wherein any aryl or heteroaryl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C<sub>1-4</sub>alkyl, halo-substituted C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy and halo-substituted C<sub>1-4</sub>alkoxy;

R<sup>2</sup> is selected from the group consisting of hydrogen, halo, amino, C<sub>1-4</sub>alkyl, halo-substituted C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy and halo-substituted C<sub>1-4</sub>alkoxy;

$R^3$  is selected from the group consisting of  $C_{3-8}$ heterocycloalkyl- $C_{0-4}$ alkyl,  $C_{5-10}$ heteroaryl- $C_{0-4}$ alkyl,  $C_{6-10}$ aryl- $C_{0-4}$ alkyl and  $-X^3NR^8R^8$ ; wherein any alkyl group is optionally substituted with 1 to 3 radicals selected from the group consisting of hydroxy, halo and amino; and any aryl, heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, nitro,  $C_{1-4}$ alkyl, halo-substituted  $C_{1-4}$ alkyl, hydroxy- $C_{1-6}$ alkyl,  $C_{1-4}$ alkoxy, halo-substituted  $C_{1-4}$ alkoxy, phenyl,  $C_{3-8}$ heterocycloalkyl,  $-X^3C(O)NR^8R^8$ ,  $-X^3C(O)NR^8R^9$ ,  $-X^3C(O)R^9$ ,  $-X^3S(O)NR^8R^8$ ,  $-X^3NR^8R^9$ ,  $-X^3NR^8R^8$ ,  $-X^3S(O)_2NR^8R^8$ ,  $-X^3S(O)_2R^8$ ,  $-X^3S(O)_2R^9$ ,  $-X^3SNR^8R^8$ ,  $-X^3ONR^8R^8$ ,  $-X^3C(O)R^8$ ,  $-X^3NR^8C(O)R^8$ ,  $-X^3NR^8S(O)_2R^8$ ,  $-X^3S(O)_2NR^8R^9$ ,  $X^3NR^8S(O)_2R^9$ ,  $-X^3NR^8C(O)R^9$ ,  $-X^3NR^8C(O)NR^8R^9$ ,  $-X^3NR^8C(O)NR^8R^8$ ,  $-X^3C(O)OR^8$ ,  $=NOR^8$ ,  $-X^3NR^8OR^8$ ,  $-X^3NR^8(CH_2)_{1-4}NR^8R^8$ ,  $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$ ,  $-X^3C(O)NR^8(CH_2)_{1-4}R^9$ ,  $-X^3C(O)NR^8(CH_2)_{1-4}OR^9$ ,  $-X^3O(CH_2)_{1-4}NR^8R^8$ ,  $-X^3C(O)NR^8(CH_2)_{1-4}OR^8$  and  $X^3NR^8(CH_2)_{1-4}R^9$ ; wherein phenyl can be further substituted by a radical selected from

28  $-\text{NR}^8\text{R}^8$  or  $-\text{C}(\text{O})\text{NR}^8\text{R}^8$ ;  $\text{X}^3$  is as described above;  $\text{R}^8$  is hydrogen,  $\text{C}_{1-6}$ alkyl,  
 29 hydroxy- $\text{C}_{1-6}$ alkyl or  $\text{C}_{2-6}$ alkenyl; and  $\text{R}^9$  is hydroxy,  $\text{C}_{6-10}$ aryl- $\text{C}_{0-4}$ alkyl,  
 30  $\text{C}_{6-10}$ aryl- $\text{C}_{0-4}$ alkyloxy,  $\text{C}_{5-10}$ heteroaryl- $\text{C}_{0-4}$ alkyl,  $\text{C}_{3-8}$ heterocycloalkyl- $\text{C}_{0-4}$ alkyl or  
 31  $\text{C}_{3-8}$ cycloalkyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of  $\text{R}^9$  is  
 32 further optionally substituted by up to 2 radicals selected from the group consisting of halo,  
 33 hydroxy, cyano, amino, nitro,  $\text{C}_{1-4}$ alkyl, hydroxy- $\text{C}_{1-6}$ alkyl, halo-substituted  $\text{C}_{1-4}$ alkyl,  
 34  $\text{C}_{1-4}$ alkoxy, halo-substituted  $\text{C}_{1-4}$ alkoxy, halo-alkyl-substituted-phenyl, benzoxy,  
 35  $\text{C}_{5-9}$ heteroaryl,  $\text{C}_{3-8}$ heterocycloalkyl,  $-\text{C}(\text{O})\text{NR}^8\text{R}^8$ ,  $-\text{S}(\text{O})_2\text{NR}^8\text{R}^8$ ,  $-\text{NR}^8\text{R}^8$ ,  $-\text{C}(\text{O})\text{R}^{10}$  and  
 36  $-\text{NR}^{11}\text{R}^{11}$ , wherein  $\text{R}^{10}$  is  $\text{C}_{5-6}$ heteroaryl and  $\text{R}^{11}$  is hydroxy- $\text{C}_{1-4}$ alkyl; and  
 37 the pharmaceutically acceptable salts, hydrates, solvates, isomers and prodrugs  
 38 thereof.

1 2. The compounds of claim 1 of Formula Ia:



(Ia)

2 in which

3 L is a bond;

4  $\text{R}^1$  is selected from the group consisting of  $-\text{NHR}^7$ ,  $-\text{OR}^7$  and  $-\text{R}^7$ , wherein  $\text{R}^7$   
 5 is phenyl or pyridinyl, optionally substituted with 1 to 3 radicals independently selected from  
 6 the group consisting of halo, amino,  $\text{C}_{1-4}$ alkyl, halo-substituted  $\text{C}_{1-4}$ alkyl,  $\text{C}_{1-4}$ alkoxy and  
 7 halo-substituted  $\text{C}_{1-4}$ alkoxy;

8  $\text{R}^2$  is hydrogen or  $\text{C}_{1-4}$ alkyl; and

9  $\text{R}^3$  is  $\text{C}_{6-10}$ aryl- $\text{C}_{0-4}$ alkyl, optionally substituted with 1 to 3 radicals  
 10 independently selected from the group consisting of  $-\text{C}(\text{O})\text{NR}^8\text{R}^8$ ,  $-\text{C}(\text{O})\text{NR}^8\text{R}^9$ ,  $-\text{C}(\text{O})\text{R}^9$  and  
 11  $-\text{C}(\text{O})\text{NR}^8(\text{CH}_2)_2\text{NR}^8\text{R}^8$ , wherein  $\text{R}^8$  is hydrogen,  $\text{C}_{1-6}$ alkyl or hydroxy- $\text{C}_{1-6}$ alkyl; and  $\text{R}^9$  is  
 12  $\text{C}_{3-8}$ heterocycloalkyl- $\text{C}_{0-4}$ alkyl, optionally substituted by  $-\text{C}(\text{O})\text{NR}^8\text{R}^8$ .

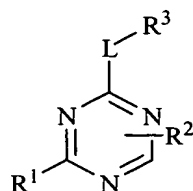
1 3. The compounds of claim 2 in which

2  $\text{R}^1$  is  $-\text{NHR}^7$ , wherein  $\text{R}^7$  is phenyl substituted with halo-substituted  $\text{C}_{1-4}$ alkyl  
 3 or halo-substituted  $\text{C}_{1-4}$ alkoxy;

4  $\text{R}^2$  is hydrogen; and

R<sup>3</sup> is phenyl substituted with -C(O)NH(CH<sub>2</sub>)<sub>2</sub>OH, -C(O)NHR<sup>9</sup>, -C(O)R<sup>9</sup> or -NH(CH<sub>2</sub>)<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>, wherein R<sup>9</sup> is morpholino-ethyl or piperidinyl, substituted with -C(O)NH<sub>2</sub>.

4. The compounds of claim 1 of Formula Ib:



(Ib)

in which

L is a bond;

R<sup>1</sup> is selected from the group consisting of -NHR<sup>7</sup>, -OR<sup>7</sup> and -R<sup>7</sup>, wherein R<sup>7</sup> is phenyl or pyridinyl optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C<sub>1-4</sub>alkyl, halo-substituted C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy and halo-substituted C<sub>1-4</sub>alkoxy;

R<sup>2</sup> is hydrogen or C<sub>1-4</sub>alkyl; and

R<sup>3</sup> is selected from C<sub>5-6</sub>heteroaryl-C<sub>0-4</sub>alkyl or C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyl; wherein any aryl or heteroaryl is optionally substituted with 1 to 3 radicals selected from the group consisting of C<sub>3-8</sub>heterocycloalkyl, -C(O)NR<sup>8</sup>R<sup>8</sup>, -C(O)NR<sup>8</sup>R<sup>9</sup>, -C(O)R<sup>9</sup>, -NR<sup>8</sup>R<sup>9</sup> and -NR<sup>8</sup>(CH<sub>2</sub>)<sub>2</sub>NR<sup>8</sup>R<sup>8</sup>, wherein R<sup>8</sup> is hydrogen, C<sub>1-6</sub>alkyl or hydroxy-C<sub>1-6</sub>alkyl; and R<sup>9</sup> is C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyl, C<sub>5-10</sub>heteroaryl-C<sub>0-4</sub>alkyl, C<sub>3-8</sub>heterocycloalkyl-C<sub>0-4</sub>alkyl or C<sub>3-8</sub>cycloalkyl; wherein any aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R<sup>9</sup> is further optionally substituted by up to 2 radicals selected from the group consisting of hydroxy, C<sub>1-4</sub>alkyl, hydroxy-C<sub>1-6</sub>alkyl, C<sub>3-8</sub>heterocycloalkyl, -C(O)NR<sup>8</sup>R<sup>8</sup> and -S(O)<sub>2</sub>NR<sup>8</sup>R<sup>8</sup>.

5. The compounds of claim 4 in which

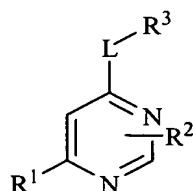
R<sup>1</sup> is -NHR<sup>7</sup>, wherein R<sup>7</sup> is phenyl substituted with halo-substituted C<sub>1-4</sub>alkyl or halo-substituted C<sub>1-4</sub>alkoxy;

R<sup>2</sup> is hydrogen; and

R<sup>3</sup> is pyridinyl or phenyl, optionally substituted with 1 to 3 radicals selected from the group consisting of -C(O)NH(CH<sub>2</sub>)<sub>2</sub>OH, -C(O)NHCH(C<sub>3</sub>H<sub>7</sub>)<sub>2</sub>CH<sub>2</sub>OH, -C(O)NH(CH<sub>2</sub>)<sub>2</sub>CH<sub>3</sub>, -C(O)N(CH<sub>3</sub>)<sub>2</sub>, -C(O)NH(CH<sub>2</sub>)<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>, -C(O)NHR<sup>9</sup>, -C(O)N(C<sub>2</sub>H<sub>5</sub>)R<sup>9</sup> and -C(O)R<sup>9</sup>, wherein R<sup>9</sup> is phenyl, phenethyl, pyridinyl, pyrrolidinyl,

piperidinyl, morpholino or morpholino-ethyl; wherein any aryl, heteroaryl, heterocycloalkyl or alkyl of R<sup>9</sup> is further optionally substituted by up to 2 radicals selected from the group consisting of hydroxy, C<sub>1-4</sub>alkyl, -CH<sub>2</sub>OH, -(CH<sub>2</sub>)<sub>2</sub>OH, pyrrolidinyl, piperazinyl, -C(O)NH<sub>2</sub>, -C(O)N(C<sub>2</sub>H<sub>5</sub>)<sub>2</sub> and -S(O)<sub>2</sub>NH<sub>2</sub>.

6. The compounds of claim 1 of Formula Ic:



(Ic)

in which

L is a bond, -NH-, -N(C<sub>2</sub>H<sub>5</sub>)- or -O-;

R<sup>1</sup> is selected from the group consisting of -NHR<sup>7</sup>, -OR<sup>7</sup> and -R<sup>7</sup>, wherein R<sup>7</sup> is phenyl or pyridinyl, optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C<sub>1-4</sub>alkyl, halo-substituted C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy and halo-substituted C<sub>1-4</sub>alkoxy; and

R<sup>2</sup> is hydrogen or C<sub>1-4</sub>alkyl.

7. The compounds of claim 6 in which

L is a bond; and

R<sup>3</sup> is selected from the group consisting of C<sub>3-8</sub>heterocycloalkyl-C<sub>0-4</sub>alkyl, C<sub>5-10</sub>heteroaryl-C<sub>0-4</sub>alkyl and C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyl; wherein any aryl, heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, nitro, C<sub>1-4</sub>alkyl, hydroxy-C<sub>1-6</sub>alkyl, C<sub>1-4</sub>alkoxy, C<sub>3-8</sub>heterocycloalkyl, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>9</sup>, -X<sup>3</sup>C(O)R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>S(O)<sub>2</sub>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>S(O)<sub>2</sub>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)OR<sup>8</sup>, =NOR<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup> and -X<sup>3</sup>O(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup>; R<sup>8</sup> is hydrogen, C<sub>1-6</sub>alkyl or hydroxy-C<sub>1-6</sub>alkyl; R<sup>9</sup> is C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyl, C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyloxy, C<sub>5-10</sub>heteroaryl-C<sub>0-4</sub>alkyl, C<sub>3-8</sub>heterocycloalkyl-C<sub>0-4</sub>alkyl or C<sub>3-8</sub>cycloalkyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R<sup>9</sup> is further optionally substituted by up to 2 radicals selected from the group consisting of halo, hydroxy, cyano, nitro, C<sub>1-4</sub>alkyl, hydroxy-C<sub>1-6</sub>alkyl, halo-substituted C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy, halo-alkyl-substituted-phenyl,

16 benzoxy, C<sub>5-9</sub>heteroaryl, C<sub>3-8</sub>heterocycloalkyl, -C(O)NR<sup>8</sup>R<sup>8</sup>, -S(O)<sub>2</sub>NR<sup>8</sup>R<sup>8</sup>, -NR<sup>8</sup>R<sup>8</sup> and  
17 -C(O)R<sup>10</sup>, wherein R<sup>10</sup> is C<sub>5-6</sub>heteroaryl.

1                    8.        The compounds of claim 7 in which R<sup>3</sup> is selected from the group  
2 consisting of morpholino, 1,4-dioxo-8-aza-spiro[4.5]dec-8-yl, 4-oxo-piperidin-1-yl,  
3 piperazinyl, pyrrolidinyl, pyridinyl, phenyl, naphthyl, thiophenyl, benzofuran-2-yl,  
4 benzo[1,3]dioxolyl, piperidinyl, pyrazinyl, pyrimidinyl, imidazolyl, pyrazolyl and  
5 1*H*-benzoimidazolyl; wherein any aryl, heteroaryl or heterocycloalkyl is optionally  
6 substituted with 1 to 2 radicals independently selected from the group consisting of chloro,  
7 methyl, ethyl, hydroxymethyl, methoxy, -C(O)OH, -C(O)H, -C(O)OCH<sub>3</sub>, -C(O)N(C<sub>2</sub>H<sub>5</sub>)<sub>2</sub>,  
8 -C(O)N(CH<sub>3</sub>)<sub>2</sub>, -C(O)NHCH<sub>3</sub>, -S(O)<sub>2</sub>NH<sub>2</sub>, -S(O)<sub>2</sub>CH<sub>3</sub>, chloro, -NH<sub>2</sub>, -C(O)CH<sub>3</sub>, =NOCH<sub>3</sub>,  
9 -NH(CH<sub>2</sub>)<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>, -NH(CH<sub>2</sub>)<sub>3</sub>NH<sub>2</sub>, -NH(CH<sub>2</sub>)<sub>2</sub>OH, -C(O)NH(CH<sub>2</sub>)<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>, -NHR<sup>9</sup>,  
10 -O(CH<sub>2</sub>)<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>, morpholino, piperazinyl, -NHC(O)CH<sub>3</sub>, -NHC(O)NHC<sub>4</sub>H<sub>9</sub>,  
11 -C(O)NHC<sub>4</sub>H<sub>9</sub>, -C(O)NHC<sub>3</sub>H<sub>7</sub>, -C(O)NHC<sub>5</sub>H<sub>10</sub>OH, -C(O)N(C<sub>2</sub>H<sub>4</sub>OH)<sub>2</sub>, -C(O)NHC<sub>2</sub>H<sub>4</sub>OH,  
12 -C(O)NH(CH<sub>2</sub>)<sub>2</sub>OH, -NHC(O)R<sup>9</sup>, -C(O)NHR<sup>9</sup>, -NHC(O)NHR<sup>9</sup>, -C(O)R<sup>9</sup>, -NHS(O)<sub>2</sub>C<sub>4</sub>H<sub>9</sub>,  
13 -NHS(O)<sub>2</sub>CH<sub>3</sub>, -NHS(O)<sub>2</sub>R<sup>9</sup>, -S(O)<sub>2</sub>R<sup>9</sup>, -S(O)<sub>2</sub>NHR<sup>9</sup>, -C(O)NH<sub>2</sub> and  
14 -C(O)NH(CH<sub>2</sub>)<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>; R<sup>9</sup> is phenethyl, 2-phenoxy-ethyl, 1*H*-imidazolyl-propyl, pyridinyl,  
15 pyridinyl-methyl, quinolinyl, morpholino, piperidinyl, piperazinyl, pyrrolidinyl,  
16 tetrahydro-furan-2-ylmethyl, furan-2-ylmethyl, thiazol-2-ylmethyl,  
17 benzo[1,3]dioxol-5-ylmethyl, benzo[1,3]dioxol-5-yl, 3-(2-oxo-pyrrolidin-1-yl)-propyl,  
18 3-imidazol-1-yl-propyl, 3*H*-pyrazol-3-yl, morpholino-ethyl, phenyl, thiophenyl-methyl,  
19 benzyl, cyclohexyl or furan-2-ylmethyl; wherein said aryl, heteroaryl, cycloalkyl,  
20 heterocycloalkyl or alkyl of R<sup>9</sup> is further optionally substituted by up to 2 radicals selected  
21 from hydroxy-methyl, hydroxy-ethyl, isobutyl, nitro, amino, hydroxyl, methoxy,  
22 trifluoromethoxy, cyano, isopropyl, methyl, ethyl, chloro, fluoro, pyridinyl, morpholino,  
23 phenoxy, pyrrolidinyl, trifluoromethyl, trifluoromethyl-substituted-phenyl, -N(CH<sub>3</sub>)<sub>2</sub>,  
24 -C(O)NH<sub>2</sub>, -S(O)<sub>2</sub>NH<sub>2</sub>, -C(O)N(CH<sub>3</sub>)<sub>2</sub>, cyano or -C(O)R<sup>10</sup>; and R<sup>10</sup> is furanyl.

1                    9.        The compounds of claim 6 in which  
2 L is -NH-, -N(C<sub>2</sub>H<sub>5</sub>)- or -O-; and  
3 R<sup>3</sup> is selected from the group consisting of C<sub>5-10</sub>heteroaryl-C<sub>0-4</sub>alkyl and  
4 C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyl; wherein any aryl or heteroaryl is optionally substituted with 1 to 3  
5 radicals independently selected from the group consisting of C<sub>1-4</sub>alkoxy,  
6 C<sub>3-8</sub>heterocycloalkyl, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>8</sup> and

7 -X<sup>3</sup>NR<sup>8</sup>C(O)NR<sup>8</sup>R<sup>9</sup>; R<sup>8</sup> is hydrogen or C<sub>1-6</sub>alkyl; and R<sup>9</sup> is C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyl optionally  
8 substituted by up to 2 halo-substituted C<sub>1-4</sub>alkyl radicals.

1 10. The compounds of claim 9 in which R<sup>3</sup> is selected from the group  
2 consisting of quinolinyl, pyridinyl and phenyl; wherein any aryl or heteroaryl is optionally  
3 substituted with 1 to 2 radicals independently selected from the group consisting of  
4 morpholino, methoxy, -C(O)NH<sub>2</sub>, -NHC(O)NHR<sup>9</sup> and -S(O)<sub>2</sub>NH<sub>2</sub>; and R<sup>9</sup> is phenyl  
5 substituted by trifluoromethyl.

1 11. A pharmaceutical composition for the treatment of tumors in  
2 warm-blooded animals, comprising an effective amount of a compound of claim 1.

1 12. A method of treatment of warm-blooded animals suffering from a  
2 tumoral disease, comprising treating warm-blooded animals in need of such treatment with an  
3 effective tumor-inhibiting amount of a compound of claim 1.

1 13. The method of claim 12, wherein said tumor disease is responsive to  
2 inhibition of a tyrosine protein kinase.

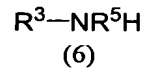
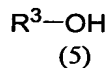
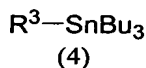
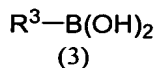
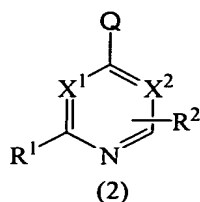
1 14. The method of claim 13, wherein said tyrosine protein kinase is  
2 Bcr-Abl.

1 15. A method of inhibiting Bcr-abl activity, the method comprising  
2 contacting Bcr-abl with a compound that binds to a myristoyl binding pocket of Bcr-abl.

1 16. The method of claim 15, wherein the compound is a compound of  
2 claim 1.

1 17. A process for preparing a compound of claim 1, said process  
2 comprising:

3 (a) reacting a compound of Formula 2 with a compound of Formula 3, 4, 5 or  
4 6:



in which  $X^1$ ,  $X^2$ ,  $R^1$ ,  $R^2$ ,  $R^3$  and  $R^5$  are as defined for Formula I above and Q represents a fluoro, chloro, bromo or iodo; or

(b) optionally converting a compound of the invention into a pharmaceutically acceptable salt;

(c) optionally converting a salt form of a compound of the invention to a non-salt form;

(d) optionally converting an unoxidized form of a compound of the invention into a pharmaceutically acceptable N-oxide;

(e) optionally converting an N-oxide form of a compound of the invention to its unoxidized form;

(f) optionally resolving an individual isomer of a compound of the invention from a mixture of isomers;

(g) optionally converting a non-derivatized compound of the invention into a pharmaceutically acceptable prodrug derivative; and

(h) optionally converting a prodrug derivative of a compound of the invention to its non-derivatized form.